

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
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 :
DELPHI CORPORATION et al., : Chapter 11
 : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
 :
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NOTICE OF TRANSFER OF CLAIM NO. 10703
PURSUANT TO FRBP RULE 3001(e)(2)

TO: CAROLINA FORGE COMPANY LLC
("Transferor")

David M Spada, VP Finance,
One Northfield Plaza, Suite 510
Northfield, IL 60093
Tel: (847) 446-7550
Fax: (847) 446-9384

As of April 30, 2007, Assignor's Claim against Debtor in the principal amount of \$1,380,747.26 has been transferred to the following Assignee:

JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Neelima Veluvolu
Telephone: (212) 270-2150
Facsimile: (646) 792-3855


The Evidence of Transfer of Claim is attached as Exhibit A and the Assignee's payment and delivery instructions are attached as Exhibit B. The Proof of Claim is attached hereto as Exhibit C. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER:**

Mailing Address:	Physical Address:
United States Bankruptcy Court Southern District of New York Delphi Corporation Claim Docketing Center Bowling Green Station, PO Box 5058 New York, NY 10274-5058	United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004

**PLEASE SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE AT
THE ABOVE ADDRESS WITH A COPY TO :**

Kirkpatrick & Lockhart Preston Gates Ellis LLP
599 Lexington Avenue
New York, NY 10022
Attention: Steven H. Epstein
Telephone: (212) 536-4830
Facsimile: (212) 536-4001
E-mail : steven.epstein@klgates.com

If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY
FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR ON THE
BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: April 30, 2007 

JPMORGAN CHASE BANK, N.A.

By: 

Name:

Title

Jason Leddy
Authorized Signatory

EXHIBIT A

Evidence Of Transfer Of Claim

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

DELPHI CORPORATION et al.,

Debtors.

:
:
:
: Chapter 11
: Case No. 05-44481 (RDD)
: (Jointly Administered)
:
:

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For value received, the adequacy and sufficiency of which are hereby acknowledged, **CAROLINA FORGE COMPANY LLC** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **JPMORGAN CHASE BANK, N.A.** ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the total amount of \$1,380,747.26 against DELPHI AUTOMOTIVE SYSTEMS LLC, a debtor-in-possession in the jointly administered chapter 11 reorganization case entitled, *In re: Delphi Corporation, et al.*, Case No. 05-44481 (RDD) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim assigned to Assignor by the original owner thereof and any and all notices of Evidence of Partial Transfer filed by Assignor with the Bankruptcy Court in respect of the foregoing claim. The transferred claim has been designated by the Claims Agent as Proof of Claim No. 10703.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim, Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

[The remainder of this page is left blank intentionally. The next page is the signature page.]

IN WITNESS WHEREOF, each party has duly executed this Agreement by its duly authorized representative dated the 26th day of April, 2007.

SELLER:

CAROLINA FORGE COMPANY LLC

By: David M. Spada
Name: DAVID M SPADA
Title: VICE PRESIDENT

BUYER:

JPMORGAN CHASE BANK, N.A.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 30 day of
April, 2007

CAROLINA FORGE COMPANY LLC

By: _____
Name:
Title:

JPMORGAN CHASE BANK, N.A.

By:  _____
Name:
Title: Jason Leddy
Authorized Signatory

EXHIBIT B

Assignee's Payment and Delivery Instructions:

Notice:

Primary Contact:	Neelima Veluvolu
Street Address:	270 Park Avenue, 17th Floor
City, State, Zip Code:	New York, NY 10017
Phone Number:	(212) 270-2150
Fax Number:	(646) 792-3855

Backup Contact:	Karoline Kane
Phone Number:	(212) 270-0033
Fax Number:	(212) 270-5347

Wire:

Name of Bank:	JPMorgan Chase Bank, N.A.
Routing Transit/ABA number:	021000021
Name of Account:	SPS High Yield Loan Trading
Account Number:	544-7-94742
Ref:	Delphi/Carolina

EXHIBIT A

Proof of Claim

UNITED STATES BANKRUPTCY COURT Southern District of New York		PROOF OF CLAIM
Name of Debtor Delphi Automotive Systems LLC		Case Number 05-44640 # 10703
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): Carolina Forge Company LLC Name and address where notices should be sent: Carolina Forge Company LLC PO Box 370 Wilson NC 27893 Edward B Loccisano PO Box 459 Meadville, PA 16335 Telephone number: 814-332-8200		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Account or other number by which creditor identifies debtor: Duns #047377536 Vendor #1001203		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____
1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ <input type="checkbox"/> Date Stamped Copy Returned <input type="checkbox"/> No self addressed stamped envelope <input type="checkbox"/> No copy to return		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
2. Date debt was incurred: Various		3. If court judgment, date obtained: N/A
4. Total Amount of Claim at Time Case Filed: \$ <u>1,183,228.01</u> (unsecured) <u>197,519.25</u> (secured) <u>1,380,747.26</u> (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		7. Unsecured Priority Claim. <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ <u>197,519.25</u> # <u>71</u> Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(1) _____ *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8
<input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		RECEIVED AUG 02 2006 KURTZMAN CARSON
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date 7/24/06	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Edward B Loccisano VP of Finance Edward B Loccisano	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		